

GREATER COLUMBIA COMMUNITY RELATIONS COUNCIL

BYLAWS

Adopted November 8, 1983

Amended May 17, 1989

Proposed Changes September 10, 2008

Amendments Approved November 10, 2008

ARTICLE 1

ORGANIZATION

Section 1. This organization is incorporated under the laws of the state of South Carolina and shall be known as the Greater Columbia Community Relations Council, *and referred to as "Council" in this document.*

Section 2. The corporate seal shall be circular in form and shall have inscribed thereon around the edge of the words "Greater Columbia Community Relations Council;" and the word "Seal" through the center thereof.

Section 3. The Council shall be an eleemosynary (non-profit) corporation and shall exist for the purpose of:

- a. Studying and evaluating information concerning racial problems and other community relations issues within the community;
- b. Formulating and submitting opinions and recommendations as to possible courses of action that appear in the best interest of the community as a whole, and seeking an equitable resolution;
- c. Furthering the employment *and Fair Housing* services and opportunities in services, related assistance to persons in need;

- d. Carrying out such other objectives as may be approved by the Board of Directors in its annual program of work.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The governing body of the Council shall be a Board of Directors *consisting of* not more than thirty (30) persons or less than twenty-one (21) persons, selected and appointed as herein below set forth, without regard to race, color, creed, ~~sex~~ *gender* or national origin.

Section 2. Only the action of the Board of Directors shall constitute the policy or position of the Council.

Section 3. The Board of Directors shall be selected and appointed one-third by the Columbia City Council, one-third by the Richland County Council and one-third by the Greater Columbia Chamber of Commerce.

Section 4. The term of office of each Board member shall be three (3) years.

Section 5. No member of the Board of Directors shall be appointed for more than two (2) full consecutive terms.

Section 6. *Board members are expected to attend all regularly scheduled meetings. The absence of any member from two consecutive meetings with-or without notice to the Council shall may cause that seat to be declared vacant.* [Any Board member with two (2) unexcused absences within a fiscal year of the Council may be removed as a Board member by a majority vote of the Board of Directors as then constituted.]

An ex-Board member will be eligible for re-appointment after a lapse of one (1) year. Upon completion of the term of office as Chair, he or she may serve as a member of the Executive Committee of the Board for one (1) year *if said term has not expired.*

ARTICLE III

MEETINGS

Section 1. Regular meetings of the Board of Directors of the Council shall be held monthly. The Board may dispense with two regular meetings per year. *A meeting shall take the place of a regularly scheduled meeting for the month that is designated as the annual meeting. This event will allow the formal presentation of a comprehensive report of the Council's program of work activities and other related CRC initiatives to the larger community, governmental entities corporate sponsor/supporters.*

Section 2. Special meetings of the Board of Directors shall be called by the Chair of the Board or upon the written request of any six (6) members of the Board.

Section 3. Notices and an agenda of all meetings of the Board shall be given to the public and to each member in writing and delivered personally, by mail *or electronically* at least seven (7) days prior to the date of the meeting. Notice may be waived upon the necessity of special meetings of an urgent nature.

Section 4. One-third of the total members shall constitute a quorum at any meeting, but the members present, if less than a quorum shall have the power to adjourn from time to time until the necessary number of members are present to constitute a quorum. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board of Directors.

Section 5. Each member is entitled to one vote on each issue presented. Votes must be cast in person. Voting may be by a show of hands or by voice.

ARTICLE IV

OFFICERS

Section 1. The officers of the Board shall be a Chair, Vice-Chair, and Treasurer. All such officers shall be ~~elected from~~ *affirmed by* the Board at the annual meeting of the Board of Directors and shall serve during the next ensuing fiscal year and until such time as their successors are duly qualified and elected.

Section 2. Any officer may be removed from office at any time by a majority of the Board of Directors as then constituted, notwithstanding the fact that the term for which they may have been elected has not expired. No cause need be assigned for any removal under this section.

Section 3. Any vacancy in any office, regardless of the cause, may be filled by the Board of Directors at any regular or special meeting.

Section 4. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors as well as all meetings of the Executive Committee, shall execute all contracts authorized by the Board of Directors and shall perform such other duties as the incident to the office or properly required by the Board of Directors.

Section 5. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair or in the event of the inability of the Chair to act. In addition, the Vice-Chair shall have such powers and discharge such duties as may be properly assigned from time to time by the Board of Directors.

Section 6. The Treasurer shall also serve as Chair of the Budget and Finance Committee and shall have such other powers and perform such other duties as are incident to the office.

Section 7. In addition to the officers mentioned here in above, the Board of Directors shall hire an Executive Director who shall be the Chief Administrative Officer and who shall serve as Secretary to the Board or Directors. The Executive Director shall report directly to the Board of Directors. The Executive Director shall receive an annual performance appraisal by the Executive Committee. The Executive Director shall have such powers and perform such duties as are

incident to the office or properly required by the Board of Directors. At least annually, the Executive Director shall file with the Columbia City Council and Richland County Council and the Greater Columbia Chamber of Commerce a list of the Council and Officers and Directors and an annual report of the activities of the Corporation for the preceding year, together with an audit of its financial affairs to be furnished by the Budget and Finance Committee, all of which shall be made a matter of public record. The Executive Director shall also maintain a list of interested citizens and agencies of Richland County and the City of Columbia who shall be notified of all public meetings.

Section 8. The Executive Director shall keep a current record of all proceedings at the meetings of the Board of Directors and the meetings of the Executive Committee, shall attend to the giving of notices, have custody of the corporate seal, and affix it to all instruments required to be executed under seal and authorized by the Board of Directors, shall have such other power and perform such other duties as are incident of the office or properly required by the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. There shall be the following standing committees:

- a. Executive Committee
- b. Budget and Finance Committee
- c. Nominating Committee
- d. Bylaws Committee
- e. *Hyman Rubin Distinguished Service Award Committee*

Section 2. The Executive Committee shall be composed of the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the Treasurer, an appointee by the Nominating Committee and the immediate past Chair. In the event the term of the immediate past Chair has expired, the Nominating Committee shall appoint a member of the Board of Directors to serve. The Executive Committee shall evaluate the performance of the Executive Director on an annual basis. All actions of the Executive Committee must be ratified by the Board of Directors at the next meeting.

Section 3. The Treasurer shall serve as the Chair of the Budget and Finance Committee. Two other members from the Board of Directors shall be appointed annually by the Chair, with the consent and approval of the Board, to serve as additional members. The Budget and Finance Committee shall timely prepare or cause to be prepared, a proposed budget of estimated income and expenditures of the Council for the ensuing year. The proposed budget and subsequent revision shall be submitted to, considered by, and acted upon by the modification, this budget shall be the operating budget of the Council. The budget may be revised at any time by majority vote of the Board. The Budget and Finance Committee shall also cause the books and the accounts at the close of each fiscal year. This audit report shall be submitted to the Board of Directors for approval.

Section 4. Other committees consisting of Board members, or consisting partially or wholly of non-Board members, may be authorized from time to time by the Board. The members of all such committees shall serve for such time as may be determined by the Board of Directors. The Chair of such committees shall serve on the Board of Directors.

ARTICLE VI

CONTRACT AND DISBURSEMENTS

Section 1. All contracts, agreements, leases, and official written documents of the corporation shall be executed by the Chair of the Board of Directors or the Vice-Chair in absence of the Chair and attested by the Executive Director and the Corporate seal affixed.

Section 2. All disbursements of the Council shall be made by check over the signature of the Executive Director. A listing of all disbursements of the made the prior month will be reviewed by the Treasurer and will be presented for review at the monthly Executive Committee meeting. This listing will be made available to any active board member upon request to the Treasurer. All disbursements must be made within the framework of established budgets and agreements approved by the Board of Directors.

ARTICLE VII

MISCELLANEOUS

Section 1. All officers and employees of the Council shall be bonded at least to the limit of all funds handled by their offices.

Section 2. The Council shall function on a fiscal year ending June 30th of each year.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended by a majority of the full Board of Directors (as then constituted) at any meeting of the Board of Directors provided that the notice of such meeting clearly set forth the proposed changes which are to be considered.

ARTICLE IX

PROCEDURE

The Council shall conduct its meetings in accordance with the procedure as set forth in Robert's Rules of Order Revised except where the bylaws or the laws of South Carolina provide otherwise.